

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MIRUS BIO CORPORATION", CHANGING ITS NAME FROM "MIRUS BIO CORPORATION" TO "ROCHE MADISON INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF OCTOBER, A.D. 2008, AT 12:50 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2429601 8100

081007184

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6893107

DATE: 10-03-08

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:15 PM 10/02/2008  
FILED 12:50 PM 10/02/2008  
SRV 081007184 - 2429601 FILE*

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
MIRUS BIO CORPORATION**

Pursuant to the provisions of § 133, § 228, § 242 and § 245 of the General Corporation Law of the State of Delaware

1. The present name of the corporation is Mirus Bio Corporation (the "Corporation"). The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware was August 25, 1994. The Corporation was originally incorporated under the name Gene Transfer Company.

2. The Certificate of Incorporation of the Corporation is hereby amended in its entirety as set forth in the Amended and Restated Certificate of Incorporation set forth below.

3. The Board of Directors of the Corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the Amended and Restated Certificate of Incorporation herein.

4. The Amended and Restated Certificate of Incorporation herein certified has been duly adopted by the stockholders in accordance with the provisions of § 228, § 242, and § 245 of the General Corporation Law of the State of Delaware.

5. This Certificate shall become effective upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware.

6. The Amended and Restated Certificate of Incorporation of the Corporation shall, at the effective time, read as follows:

**FIRST:** The name of the corporation is Roche Madison Inc. (the "Corporation").

**SECOND:** The address of its registered office in the State of Delaware is 1220 N. Market St., Suite 334, City of Wilmington, County of New Castle, Delaware 19801-2535. The name of its registered agent at such address is Roche Holdings, Inc.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation

Law of the State of Delaware as the same exists or may hereafter be amended ("Delaware Law").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 100, and the par value of each such share is \$0.01, amounting in the aggregate to \$1.00.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

SIXTH: Election of directors need not be by written ballot unless the bylaws of the Corporation so provide.

SEVENTH: The Corporation expressly elects not to be governed by Section 203 of Delaware Law.

EIGHTH: (1) A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by Delaware Law.

(2) (a) Each person (and the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by Delaware Law. The right to indemnification conferred in this ARTICLE EIGHTH shall also include the right to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by Delaware Law. The right to indemnification conferred in this ARTICLE EIGHTH shall be a contract right.

(b) The Corporation may, by action of its Board of Directors, provide indemnification to such of the employees and agents of the Corporation to such extent and to such effect as the Board of Directors shall determine to be appropriate and authorized by Delaware Law.

(3) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation

would have the power to indemnify such person against such liability under Delaware Law.

(4) The rights and authority conferred in this ARTICLE EIGHTH shall not be exclusive of any other right which any person may otherwise have or hereafter acquire.

(5) Neither the amendment nor repeal of this ARTICLE EIGHTH, nor the adoption of any provision of this Certificate of Incorporation or the bylaws of the Corporation, nor, to the fullest extent permitted by Delaware Law, any modification of law, shall eliminate or reduce the effect of this ARTICLE EIGHTH in respect of any acts or omissions occurring prior to such amendment, repeal, adoption or modification.

NINTH: The Corporation reserves the right to amend this Certificate of Incorporation in any manner permitted by Delaware Law and all rights and powers conferred herein on stockholders, directors and officers, if any, are subject to this reserved power.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the undersigned has executed this Amended  
and Restated Certificate of Incorporation as of September 30, 2008.

MIRUS BIO CORPORATION

By:   
Name: James E. Hagstrom  
Title: Secretary

{Signature Page to Amended and Restated Certificate of Incorporation}

(NY) 09813/135CLOSING/amended.restated.charter.doc

**MIRUS BIO CORPORATION**

**Consent in Lieu of  
Meeting of Stockholders**

The undersigned, being the sole stockholder of Mirus Bio Corporation, a Delaware corporation (the “Corporation”), hereby consents to and adopts, pursuant to Section 228(a) of the General Corporation Law of the State of Delaware (the “DGCL”), the following resolution:

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation in the form attached as Exhibit A hereto is hereby approved and adopted.

The action taken by this consent shall have the same force and effect as if taken at a meeting of stockholders of the Corporation, duly called and constituted pursuant to the DGCL. This consent may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the sole stockholder of the Corporation has signed this consent as of September 30, 2008.

HOFFMANN-LA ROCHE INC.

By:

Name: Frederick C. Kentz III

Title: Vice President

*[Signature Page to Consent to Name Change – Stockholder]*